

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

Case No. 09-02140-hb

Chapter 11

(Jointly Administered)

**NOTICE AND APPLICATION OF SECOND INTERIM FEE REQUEST OF
FTI CONSULTING, INC. FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD AUGUST 1, 2009 THROUGH NOVEMBER 30, 2009**

In accordance with the Court's Corrected Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated March 27, 2009 (Doc. #119) (the "Fee Procedures Order"), FTI Consulting, Inc. ("FTI") hereby submits its Second Interim Fee Application Request (the "Request") for the Period August 1, 2009 through November 30, 2009.

TAKE NOTICE that any response, return and/or objection to this Request should be filed with the Clerk of the Bankruptcy Court no later than 4:00 p.m. prevailing Eastern Time on the twentieth (20th) day (or the next business day if such date is not a business day) from service of the Application and a copy simultaneously served on: (i) FTI Consulting, Inc., Attn: Steven Simms, Three Times Square, New York, New York 10036; (ii) Otterbourg, Steindler, Houston & Rosen, P.C., Attn: Scott L. Hazan, 230 Park Avenue, New York, New York 10169-0075; (iii) McCarthy Law Firm, LLC, Attn: William McCarthy, Jr., P.O. Box 11332, Columbia, South Carolina 29211-1332; (iv) BI-LO, LLC, Attn: Dwane H. Bryant, 208 BI-LO Blvd., Greenville, South Carolina, 29607; (v) Nelson Mullins Riley & Scarborough, LLP, Attn: George B. Cauthen, P.O. Box 11070, Columbia, South Carolina 29211-1070; (vi) Vinson & Elkins LLP, (A) Attn: Josiah M. Daniel, III, 3700 Trammel Crow Center, 2001 Ross Avenue, Dallas, Texas 75201 and (B) Attn: Dov Kleiner, 666 Fifth Avenue, 26th Floor, New York, New York 10103; and (vii) the Office of the U.S. Trustee, Attn: J. Timothy Stack, Esq., 1835 Assembly Street, Suite 953, Columbia, South Carolina 29201. The objection should be served on the parties listed herein so the objection is actually received by the objection deadline.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BI-LO, LLC (0130); BI-LO Holding, LLC (5011); BG Cards, LLC (4159); ARP Ballentine LLC (6936); ARP James Island LLC (9163); ARP Moonville LLC (0930); APR Chickamauga LLC (9515); ARP Morganton LLC (4010); ARP Hartsville LLC (7906); and ARP Winston Salem LLC (2540).

TAKE FURTHER NOTICE that no hearing will be held on this Request unless a response, return and/or objection is timely filed and served, in which case, the Court will conduct a hearing on **January 20, 2010, at 9:30 a.m. at the Donald Stuart Russell Federal Courthouse, 201 Magnolia Street, Spartanburg, South Carolina 29306.**

Name of Applicant: FTI Consulting, Inc.

Title: Financial Advisor to the Official Committee
Of Unsecured Creditors

Date of Retention: June 3, 2009 (Effective April 1, 2009)

Period for which compensation
and reimbursement is sought: August 1, 2009 – November 30, 2009

Amount of compensation sought as
actual, reasonable, and necessary: \$700,000.00

Amount of expense reimbursement sought
as actual, reasonable, and necessary: \$14,658.81

This is a(n): ___ monthly X interim ___ final application.

FTI seeks interim Court approval of the following monthly fee applications (the “Monthly Fee Applications”):

Date Filed	Period Covered	Requested		Approved		Paid	
		Fee	Expenses	Fees	Expenses	Fees	Expenses
5 th Monthly D.I. 1458 (09/25/09)	Aug. 1, 2009 - Aug. 31, 2009	\$175,000.00	\$3,157.93	\$175,000.00 (no objection filed)	\$3,157.93 (no objection filed)	\$140,000.00 (80%)	\$3,157.93 (100%)
6 th Monthly D.I. 1651 (10/26/09)	Sept. 1, 2009 - Sept. 30, 2009	\$175,000.00	\$4,642.00	\$175,000.00 (no objection filed)	\$4,642.00 (no objection filed)	\$140,000.00 (80%)	\$4,642.00 (100%)
7 th Monthly D.I. 1815 (11/19/09)	Oct. 1, 2009 - Oct. 31, 2009	\$175,000.00	\$5,457.99	\$175,000.00 (pending)	\$5,457.99 (pending)	-	-
8 th Monthly D.I. ____ (12/08/09)	Nov. 1, 2009 - Nov. 30, 2009	\$175,000.00	\$1,400.89	\$175,000.00 (pending)	\$1,400.89 (pending)	-	-
Total		\$700,000.00	\$14,658.81	\$700,000.00 (pending)	\$14,658.81 (pending)	\$280,000.00	\$7,799.93

In accordance with the Fee Procedures Order, FTI seeks approval of the full amount of the fees and expenses requested in the Monthly Fee Applications listed above and authorization for the Debtors to pay the amounts requested in the Monthly Fee Applications in full (including payment of the 20% holdback which remains outstanding).

WHEREFORE, FTI respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit A, approving its Second Interim Fee Application for the period of August 1, 2009 through November 30, 2009 for fees in the amount of \$700,000.00 and expenses in the amount of \$14,658.81 and grant such other and further relief that the Court deems just and proper.

Dated: December 8, 2009

Respectfully submitted,

FTI CONSULTING, INC.

By: 

Steven Simms
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11th Floor
New York, NY 10036
Telephone: 212.841.9369
steven.simms@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of BI-
LO, LLC, et al.

Service Daté: 12/16/09

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA

In re:)	
)	Case No. 09-02140-hb
)	
BI-LO, LLC, <i>et al.</i> ,)	Chapter 11
)	
Debtors ¹)	(Jointly Administered)
)	
)	

**ORDER GRANTING SECOND INTERIM FEE APPLICATION REQUEST OF
FTI CONSULTING, INC. FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISORS
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD AUGUST 1, 2009 THROUGH NOVEMBER 30, 2009**

Upon consideration of the Second Interim Fee Application Request of FTI Consulting, Inc. ("FTI"), as Financial Advisor to the Official Committee of Unsecured Creditors for the Period August 1, 2009 through November 30, 2009 (the "Request");² and due and sufficient notice of the Request having been given; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Request is GRANTED.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BI-LO, LLC (0130); BI-LO Holding, LLC (5011); BG Cards, LLC (4159); ARP Ballentine LLC (6936); ARP James Island LLC (9163); ARP Moonville LLC (0930); APR Chickamauga LLC (9515); ARP Morganton LLC (4010); ARP Hartsville LLC (7906); and ARP Winston Salem LLC (2540).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Request

2. FTI is allowed interim compensation and reimbursement of fees in the amount of \$700,000.00 and expenses in the amount of \$14,658.81 for the period as set forth in its Request, subject to the filing of a final fee application by FTI.

3. The Debtors are authorized to disburse to FTI payments in the amount of the difference between (i) 100% of the total fees and expenses set forth in the Monthly Fee Applications and (ii) the actual interim payments received by FTI for fees and expenses under the Monthly Fee Applications, as set forth in the Request.

4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. This Order shall be effective immediately upon entry.

THE HONORABLE HELEN E. BURRIS
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF SOUTH CAROLINA**

In re:)	Case No.09-02140-hb
)	
BI-LO, LLC, <i>et al.</i> ,)	Chapter 11
)	
)	Jointly Administered
Debtors. ¹)	

CERTIFICATE OF SERVICE

I, the undersigned Susan Y. Stancil of McCarthy Law Firm, LLC, Co-Counsel to the Official Committee of Unsecured Creditors, do hereby certify, under penalty of perjury, that I have served the attached **Notice and Application of Second Interim Fee Request of FTI Consulting, Inc. for Compensation for Services and Reimbursement of Expenses as Financial Advisors to the Official Committee of Unsecured Creditors for the Period August 1, 2009, through November 30, 2009**, upon the parties as shown below via the service as specified below, on this the 16th day of December 2009:

Via Federal Express:

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Latham & Watkins, LLP
Sears Tower, Suite 5800
233 South Wacker Drive
Chicago, IL 60606

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Vinson & Elkins, LLP
3700 Trammell Crow Center
2001 Ross Avenue
Dallas, TX 75201-8043

Dwane H. Bryant
Bi-Lo LLC
208 Bi-Lo Blvd.
Greenville, SC 29607-5391

Dov Kleiner
Vinson & Elkins, LLP
666 Fifth Avenue, 26th Floor
New York, NY 10103

¹ The Debtors and the last four digits of their respective tax identification numbers are: BI-LO, LLC (0130); BI-LO Holding, LLC (5011); BG Cards, LLC (4159); ARP Ballentine LLC (6936); ARP James Island LLC (9163); ARP Moonville LLC (0930); ARP Chickamunga LLC (9515); ARP Morganton LLC (4010); ARP Hartsville LLC (7906); and ARP Winston Salem LLC (2540).

Via CMECF:

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December 16, 2009
Columbia, South Carolina